

Morgan Lewis

Russell M. Blau

Danielle Burt

russell.blau@morganlewis.com

danielle.burt@morganlewis.com

March 27, 2019

Via ECFS and IBFS

Marlene H. Dortch, Secretary
Office of the Secretary
Federal Communications Commission
445 12th Street, S.W.
Washington, DC 20002

**Attn: International Bureau
Wireline Competition Bureau**

Re: Notice of *Pro Forma* Transaction Resulting from Filing of Chapter 11
Bankruptcy of Windstream Services, LLC and its subsidiaries

Dear Secretary Dortch:

Pursuant to Sections 63.03(d)(2) and 63.24(g) of the Commission's Rules, Windstream Services, LLC and its subsidiaries listed on Exhibit A (collectively, the "WIN Regulated Subsidiaries") hereby provide notice to the Federal Communications Commission that they and their parent entity, Windstream Holdings, Inc. (collectively "Windstream"), filed a Petition under Chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the Southern District of New York on February 25, 2019, in Case No. 19-22312. The filing of the Petition served to convert the legal status of Windstream to debtors-in-possession.¹ The bankruptcy filing did not result in any change to the current operations of Windstream, their address or the terms and conditions of their service.

Windstream would like to emphasize that this filing will not interrupt any service operations, nor will it result in a change to the rates or terms of service provided to customers or offered to prospective customers. Windstream's regulated entities intend to continue their existing operations without any change as a result of the filing of the Petition.

¹ For further information please see <https://windstreamrestructuring.com>.

Morgan, Lewis & Bockius LLP

1111 Pennsylvania Avenue, NW
Washington, DC 20004
United States

 +1.202.739.3000
 +1.202.739.3001

Marlene H. Dortch, Secretary
March 27, 2019
Page 2

The information required by Sections 63.03(d)(2) and 63.24(f)(2) of the Commission's Rules is provided in Exhibit B. The Parties will advise the Commission of any other reportable change in its operations or if there is a need for any Commission approvals in the future.

Should you have any questions please contact:

Russell M. Blau
Danielle Burt
Morgan, Lewis & Bockius LLP
1111 Pennsylvania Ave, N.W.
Washington, DC 20004
Tel: (202) 739-3000
russell.blau@morganlewis.com
danielle.burt@morganlewis.com

Copy to:
Nicole Winters
Windstream
4001 North Rodney Parham Road
MS: 1170-B1F03-53A
Little Rock, AR 72212
Tel: (501) 748-6313
Nicole.Winters@windstream.com

Respectfully submitted,

/s/ Danielle Burt

Russell M. Blau
Danielle Burt

Counsel for Windstream

Exhibit A
Subsidiaries of Windstream Services, LLC

The WIN Regulated Subsidiaries listed below hold domestic section 214 authorization, except Windstream Services, LLC, and the WIN Regulated Subsidiaries listed below provide international service under Windstream Services, LLC's Section 214 Authorization pursuant to Section 63.21(h) of the Commission's rules, unless otherwise specified in the column labeled Other FCC Authorizations. The column labeled Other FCC Authorizations also identifies FCC wireless spectrum licenses held by applicable WIN Regulated Subsidiaries.

Company	State of Organization	Other FCC Authorizations
Windstream Services, LLC	Delaware	International Section 214 Authorization under IB File No. ITC-214-19980925-00658 to provide global facilities-based and global resale service ULS Call Sign WQNK758
American Telephone Company, LLC	Delaware	International Section 214 Authorization under IB File No. ITC-214-20061201-00539 to provide global resale service between the United States and international points
A.R.C. Networks, Inc.	New York	
ATX Licensing, Inc.	Delaware	
BridgeCom International, Inc.	Delaware	
Broadview Networks, Inc.	New York	
Business Telecom, LLC	North Carolina	
Cavalier Telephone Mid-Atlantic, L.L.C.	Delaware	
Cavalier Telephone, L.L.C.	Virginia	
Choice One Communications of Connecticut Inc.	Delaware	
Choice One Communications of Maine Inc.	Delaware	
Choice One Communications of Massachusetts Inc.	Delaware	
Choice One of New Hampshire Inc.	Delaware	
Choice One Communications of New York Inc.	Delaware	
Choice One Communications of Ohio Inc.	Delaware	
Choice One Communications of Pennsylvania Inc.	Delaware	

Company	State of Organization	Other FCC Authorizations
Choice One Communications of Rhode Island Inc.	Delaware	
Choice One Communications Resale L.L.C.	Delaware	
Connecticut Broadband, LLC	Connecticut	
Connecticut Telephone & Communication Systems, Inc.	Connecticut	
Conversant Communications of Connecticut, LLC	Connecticut	
Conversant Communications of Maine, LLC	Maine	
Conversant Communications of Massachusetts, Inc.	Massachusetts	
Conversant Communications of New Hampshire, LLC	New Hampshire	
Conversant Communications of New Jersey, LLC	New Jersey	
Conversant Communications of New York, LLC	New York	
Conversant Communications of Rhode Island, LLC	Rhode Island	
Conversant Communications Resale L.L.C.	Delaware	
CTC Communications Corp.	Massachusetts	
CTC Communications of Virginia, Inc.	Virginia	
DeltaCom, LLC	Alabama	
EarthLink Business, LLC	Delaware	
Earthlink Carrier, LLC	Delaware	
Eureka Telecom, Inc.	Delaware	
Intellifiber Networks, Inc.	Virginia	
LDMI Telecommunications, Inc.	Michigan	
Lightship Telecom, LLC	Delaware	
MassComm Inc. d/b/a MASS Communications	New York	International Section 214 Authorization under IBFS File No. ITC-214-20080220-00084 to provide global resale service between the United States and international points
McLeodUSA Telecommunications Services, L.L.C.	Iowa	
Network Telephone Corporation	Florida	

Company	State of Organization	Other FCC Authorizations
PaeTec Communications, Inc.	Delaware	
PaeTec Communications of Virginia, LLC	Virginia	
Talk America, LLC	Delaware	
The Other Phone Company, Inc.	Florida	
TruCom Corporation	New York	
US LEC Communications LLC	Florida	
US LEC of Alabama LLC	North Carolina	
US LEC of Florida LLC	North Carolina	
US LEC of Georgia LLC	Delaware	
US LEC of Maryland LLC	North Carolina	
US LEC of North Carolina LLC	North Carolina	
US LEC of Pennsylvania LLC	North Carolina	
US LEC of South Carolina LLC	Delaware	
US LEC of Tennessee LLC	Delaware	
US LEC of Virginia LLC	Delaware	
US Xchange of Illinois, L.L.C.	Delaware	
US Xchange of Indiana, L.L.C.	Delaware	
US Xchange of Michigan, L.L.C.	Delaware	
US Xchange of Wisconsin, L.L.C.	Delaware	
US Xchange, Inc.	Delaware	
Windstream Communications, Inc.	Delaware	
Windstream D&E Systems, Inc.	Delaware	ULS Call Signs WPNA263, WPNE549
Windstream Iowa Communications, LLC	Delaware	
Windstream KDL, Inc.	Kentucky	
Windstream KDL-VA, Inc.	Virginia	
Windstream Kerrville Long Distance, LLC	Texas	
Windstream Lexcom Long Distance, LLC	North Carolina	
Windstream Norlight, Inc.	Kentucky	
Windstream NTI, Inc.	Wisconsin	ULS Call Signs WLN878, WLU357, WOE84, WPJE285, WPVA835, WPVA836, WPVP941
Windstream NuVox Arkansas, Inc.	Delaware	
Windstream Southwest Long Distance, LP	Delaware	

Company	State of Organization	Other FCC Authorizations
Windstream Systems of the Midwest, Inc.	Nebraska	

The WIN Regulated Subsidiaries listed below hold *only* domestic section 214 authorization, except Windstream New York, Inc. which also holds a FCC wireless spectrum license (ULS Call Sign WNWM304).

Company	State of Organization
ATX Telecommunications of Virginia, LLC	Delaware
Broadview Networks of Virginia, Inc.	Virginia
Broadview NP Acquisition Corp.	Delaware
Business Telecom of Virginia, Inc.	Virginia
Choice One Communications of Vermont, Inc.	Delaware
Eureka Telecom of VA, Inc.	Virginia
Georgia Windstream, LLC	Delaware
InfoHighway of Virginia, Inc.	Virginia
Oklahoma Windstream, LLC	Oklahoma
Talk America of Virginia, LLC	Virginia
Texas Windstream, LLC	Texas
Valor Telecommunications of Texas, LLC dba Windstream Communications Southwest	Delaware
Windstream Accucomm Telecommunications, LLC	Georgia
Windstream Alabama, LLC	Alabama
Windstream Arkansas, LLC	Delaware
Windstream Buffalo Valley, Inc.	Pennsylvania
Windstream Communications Kerrville, LLC	Texas
Windstream Communications Telecom, LLC	Texas
Windstream Concord Telephone, LLC	North Carolina
Windstream Conestoga, Inc.	Pennsylvania
Windstream Direct, LLC	Minnesota
Windstream EN-TEL, LLC	Minnesota
Windstream Florida, LLC	Florida
Windstream Georgia Communications, LLC	Georgia
Windstream Georgia Telephone, LLC	Georgia
Windstream Georgia, LLC	Georgia
Windstream Iowa-Comm, LLC	Iowa
Windstream IT-Comm, LLC	Iowa
Windstream Kentucky East, LLC	Delaware

Company	State of Organization
Windstream Kentucky West, LLC	Kentucky
Windstream Lakedale Link, Inc.	Minnesota
Windstream Lakedale, Inc.	Minnesota
Windstream Lexcom Communications, LLC	North Carolina
Windstream Mississippi, LLC	Delaware
Windstream Missouri, LLC	Delaware
Windstream Montezuma, LLC	Iowa
Windstream Nebraska, Inc.	Delaware
Windstream New York, Inc.	New York
Windstream NorthStar, LLC	Minnesota
Windstream NuVox Illinois, LLC	Delaware
Windstream NuVox Indiana, LLC	Delaware
Windstream NuVox Kansas, LLC	Delaware
Windstream NuVox Missouri, LLC	Delaware
Windstream NuVox Ohio, LLC	Delaware
Windstream NuVox Oklahoma, LLC	Delaware
Windstream NuVox, LLC	Delaware
Windstream of the Midwest, Inc.	Nebraska
Windstream Ohio, LLC	Ohio
Windstream Oklahoma, LLC	Delaware
Windstream Pennsylvania, LLC	Delaware
Windstream South Carolina, LLC	South Carolina
Windstream Standard, LLC	Georgia
Windstream Sugar Land, LLC	Texas
Windstream Western Reserve, LLC	Ohio

Exhibit B
Information Required by
Sections 63.03(d)(2) and 63.24(f)(2) of the Commission's Rules

Name, address and telephone number of each applicant (Sections 63.04(a)(1) & 63.18(a)):

The names the Windstream Regulated Entities are listed in Exhibit A. The address and telephone number of each of the Windstream Regulated Entities is:

Windstream
4001 North Rodney Parham Road
MS: 1170-B1F03-53A
Little Rock, AR 72212
Tel: (501) 748-7000

State of organization (Sections 63.04(a)(2) & 63.18(b)):

The states of organization for each of the Windstream Regulated Entities are listed in Exhibit A.

Contact Person(s) (Section 63.04(a)(3) & 63.18(c)):

Russell M. Blau
Danielle Burt
Morgan, Lewis & Bockius LLP
1111 Pennsylvania Ave, N.W.
Washington, DC 20004
Tel: (202) 739-3000
Russell.blau@morganlewis.com
Danielle.burt@morganlewis.com

Copy to:
Nicole Winters
Windstream
4001 North Rodney Parham Road
MS: 1170-B1F03-53A
Little Rock, AR 72212
Tel: (501) 748-6313
Nicole.Winters@windstream.com

International Section 214 Authorizations Held (Section 63.18(d)):

As set forth in Exhibit A, the following three entities hold international section 214 authorizations:

American Telephone Company, LLC holds international Section 214 authorization under IB File No. ITC-214-20061201-00539 to provide global resale service between the United States and international points.

MassComm Inc. d/b/a MASS Communications holds international Section 214 authorization under IB File No. ITC-214-20080220-00084 to provide global resale service between the United States and international points.

Windstream Services, LLC holds international Section 214 authorization under IB File No. ITC-214-19980925-00658 to provide global facilities-based and global resale service.

Its wholly-owned subsidiaries that provide international services under Windstream Services, LLC's section 214 authorization, pursuant to Section 63.21(h) of the Commission's rules are listed in Exhibit A.

Ownership Information (Sections 63.04(a)(4) & 63.18(h)):

Windstream Services, LLC is a wholly-owned direct subsidiary of Windstream Holdings, Inc. ("Windstream Holdings"), a publicly-traded Delaware corporation, headquartered in Little Rock, Arkansas. The address and telephone number of Windstream Holdings is:

Windstream Holdings, Inc.
4001 Rodney Parham Road
Little Rock, AR 72212
Citizenship: United States
Principal business: Holding company

To its knowledge, no person or entity directly or indirectly, owns or controls ten percent (10%) or more of Windstream Holdings as of February 15, 2019.

Windstream Services, LLC has interlocking directorates with foreign carriers. Tony Thomas, who is President and Chief Executive Officer of Windstream, is also President and Chief Executive Officer of Intellifiber Networks, Inc., McLeodUSA Telecommunications Services, LLC, EarthLink Business, LLC, and BridgeCom International, Inc., carriers authorized to provide service in Canada and wholly-owned subsidiaries of Windstream Services, LLC.